FORM D UNITED STATES OI OMB Num Washington, D.C. 20549 FORM D FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

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OMB API	PROVAL _
OMB Number:	3235-0076
Expires:	May 31, 2005
Estimated averag	e burden
hours per respo	nse1
SEC USI	E ONLY
Prefix	Serial
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DATE RE	CEIVED

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Series A Convertible Preferred Stock	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Type of Filing: New Filing Amendment	Section 4(6) ULOE
A. BASIC IDENTIFICATION DATA	## ## ### ### ### ### ### ### ### ###
1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	03034777
Occam Networks, Inc. Address of Executive Offices (Number and Street, City, State, Zip Code) 77 Robin Hill Road, Santa Barbara, CA 93117	Telephone Number (Including Area Code) (805) 692-2898
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) 77 Robin Hill Road, Santa Barbara, CA 93117	Telephone Number (Including Area Code) (805) 692-2898
Brief Description of Business Telecommunications Equipment	
Type of Business Organization corporation limited partnership, already formed business trust limited partnership, to be formed other	r (please specify):
Actual or Estimated Date of Incorporation or Organization: Month Year	- FB 0 % (000)
CENEDAL INCODUCTIONS	SWANGAL

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

_ ATTENTION .

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Each beneficial ow Each executive off 	he issuer, if the issuer her having the power t	has been organized within the to vote or dispose, or direct the porate issuers and of corpora	ne vote or disposition of, 109		f equity securities of the issuer; ssuers; and
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, Abbott, Robert	if individual)		19		
Business or Residence Addr 525 University Ave., Suite	•				
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, Howard-Anderson, Rober	Ť			•	
Business or Residence Addr 77 Robin Hill Rd., Santa B		eet, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, Krausz, Steven M.	if individual)				
Business or Residence Adda 2735 Sand Hill Rd., Menlo		eet, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, McConnell, Thomas	if individual)				
Business or Residence Add 2490 Sand Hill Rd., Menlo		eet, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner		Director	General and/or Managing Partner
Full Name (Last name first; Bailey, Howard	if individual)	inter the first of the contract of the second secon	en e	a projekt proj	Andrew Control of the
Business or Residence Add 77 Robin Hill Rd., Santa I		eet, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first Patel, Pete	, if individual)				
Business or Residence Add 77 Robin Hill Rd., Santa		•			
Check Box(es) that Apply:		Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first Hilbert, Lee	, if individual)				
Business or Residence Add	Iress (Number and Str	reet, City, State, Zip Code)	· · · · · · · · · · · · · · · · · · ·		· · · · · · · · · · · · · · · · · · ·
77 Dakin Hill D.A. Comta I	Barbara, CA 93117	•			

Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Rumer, Mark					_
Business or Residence Addres 77 Robin Hill Rd., Santa Bas		t, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1
Schultz, Arthur			· · · · · · · · · · · · · · · · · · ·		
Business or Residence Address		t, City, State, Zip Code)			
77 Robin Hill Rd., Santa Ba	rbara, CA 93117				
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director ☐	General and/or Managing Partner
Full Name (Last name first, if Sharer, Russell	individual)				
					
Business or Residence Addres 77 Robin Hill Rd., Santa Ba	· ·	t, City, State, Zip Code)	···		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
U.S. Venture Partners					
Business or Residence Addre	ss (Number and Stree	t, City, State, Zip Code)			
2735 Sand Hill Rd., Menlo I	Park, CA 94025				
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
New Enterprise Associates	07 1 10:	. C'. C 7: C. 1			
Business or Residence Addre 2490 Sand Hill Rd., Menlo I		et, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter.	Beneficial Owner	Executive Officer	Director Care E	General and/or Managing Partner
Full Name (Last name first, it	f individual)				
Norwest Venture Partners					
Business or Residence Addre	ss (Number and Stree	et, City, State, Zip Code)			
525 University Ave., Palo A	lto, CA 94301				
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i Siemens AG	findividual)				
	see (Number and Can-	et City State 7:- Cod-1			
Business or Residence Addre Hofmannstrasse 51, D-8135					
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ess (Number and Stre	et, City, State, Zip Code)		· · · · · · · · · · · · · · · · · ·	

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1.	Has the	issuer sold i	or does the iss	suer intend to	seli to non	-accredited in	nvestors in th	us offering?				Yes	No ⊠
-	1145 1110		4503 1110 101	out intendic		lso in Appen				*****************	••••••		
2.	What is	the minimur	n investment	that will be	accepted fro	m any individ	lual?		••••••	•••••	••••	\$	N/A
3.	Doortha	offaica - a	is tains and	narahin afa	nimala unis?	,.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,						Yes ⊠	No
4.			-	-		en or will be p							L
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Fu	ıll Name (L	ast name firs	t, if individu	al)									
Bu	usiness or R	esidence Ad	dress (Numb	er and Street	, City, State,	, Zip Code)			·				
Na	ame of Asso	ciated Brok	er or Dealer										
St	tates in Whi	ch Person Li	sted Has Soli	icited or Inte	nds to Solici	t Purchasers			· 				
	(Check "A	ll States" or	check individ	luals States).			••••••••	****************		*******	*****************	☐ A1	Il States
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	[MT]	[NE]	[VV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
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	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE	OF PRO	CEEDS		
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\subseteq \) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aoo	regate	Amou	nt Already
	Type of Security		ing Price		Sold
	Debt	\$	00	s	_0
	Equity	\$ <u>15.0</u>	00,000.00	\$ <u>12.</u>	196,515.00
	Common Preferred			agar dan si sa	40.0
	Convertible Securities (including warrants)	S	00	\$	00
	Partnership Interests	\$	0	\$	00
	Other (Specify)	\$	00	\$	00
	Total	\$ <u>15.0</u>	00.000,000	S <u>12.</u>	196,515.00
	Answer also in Appendix, Column 3, if filing under ULOE.				
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."				
			ımber vestors	Dolla	gregate r Amount Yurchase
	Accredited investors		18	\$ <u>12,1</u>	96.515.00
	Non-accredited Investors		0	\$	0
	Total (for filings under Rule 504 only)		0	\$	00
	Answer also in Appendix, Column 4, if filing under ULOE.				
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.	m		D.41.	44
	Type of Offering		ype of curity	Dolla	r Amount Sold
	Rule 505 Regulation A	<u>. </u>		\$	 -
	Regulation A			\$	
	Rule 504			\$	
	Total			s	
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees			\$	
	Printing and Engraving Costs			\$	
	Legal Fees		\boxtimes	\$	100.000.00
	Accounting Fees			\$	
	Engineering Fees			s	
	Sales Commissions (specify finders' fees separately)			s	
	Other Expenses (identify)			\$	
	Total		\boxtimes	\$	100,000.00

30 80 13

Column Totals	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AN	D USE OF PROCEEDS	
the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4 b above. Payments to Officers, Directors & Payments to Officers, Directors & Payments To Others Salaries and fees	total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross		\$ <u>12,096,515.00</u>
Salaries and fees	the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issue	o the er set	
Purchase of real estate		Officers, Directors &	·
Purchase, rental or leasing and installation of machinery and equipment	Salaries and fees	🗆 \$	□ s
Construction or leasing of plant buildings and facilities	Purchase of real estate	🗆 \$	S
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) S	Purchase, rental or leasing and installation of machinery and equipment	🗆 s	☐ \$
used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness	Construction or leasing of plant buildings and facilities	🗆 \$	
Working capital	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	🗆 \$	□ s
Other (specify):	Repayment of indebtedness	🗆 s	\$
Total Payments Listed (column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes are undertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Occam Networks, Inc. Date January 23, 2002	Working capital	s	
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes are undertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Occam Networks, Inc. Pate 12,096.515.00 Date 12,096.515.00 Date 12,096.515.00 Signature Constitutes are undertaking by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Date 12,096.515.00	Other (specify):	s	S
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes are undertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Occam Networks, Inc. Pate January 23, 2002 Title of Signer (Print or Type)	Column Totals	🗆 s	□ s
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes are undertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Occam Networks, Inc. Date January 23, 2002 Title of Signer (Print or Type)	Total Payments Listed (column totals added)	× \$12,096	.515.00
undertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Occam Networks, Inc. Name of Signer (Print or Type) Title of Signer (Print or Type)	D. FEDERAL SIGNATURE		
Occam Networks, Inc. Name of Signer (Print or Type) Title of Signer (Print or Type) January 23, 2002	undertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its su accredited investor pursuant to paragraph (b)(2) of Rule 502.	aff, the information furnished	
Name of Signer (Print or Type) Title of Signer (Print or Type)			
		January 43 , 2002	
	11 /		
	ATTENTION		
ATTENTION	Intentional Misstatements or Omissions of Fact Constitute Federal Criminal Viol.	ations. (See 18. U.S.C. 10	01.)